

14279-A

METLIFE CAPITAL CORPORATION

10900 N.E. 8th St., Suite 1300, Bellevue, WA 98004
(206) 451-1721



Paul J. Graf

Vice President
Corporate Counsel

August 13, 1984

RECORDATION NO. *14279 A* Filed 1425

AUG 16 1984 - 12 05 PM

INTERSTATE COMMERCE COMMISSION

No.

4-229A052

Date

AUG 16 1984

Fee \$

10.00

ICC Washington, D. C.

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Gentlemen:

Please record the attached Amendment to that certain Equipment Lease Agreement dated February 1, 1984 by and between MetLife Capital Corporation as lessor, and Chicago & North Western Transportation Company, as Lessee, recorded February 16, 1984, as document number 14279.

The leased equipment is fully enclosed tri-level auto racks with extended height radial and doors (model #AB15153GCNX) serial numbers 75191-75340 and 75341-75390, to be installed on certain flat cars owned by the Lessee which are marked and identified in accordance with the Attachment to the Amendment.

The parties to the document are MetLife Capital Corporation, as lessor, and Chicago & North Western Transportation Company, as lessee.

The recorded document should be returned to:

Paul J. Graf
MetLife Capital Corporation
C-97550
Bellevue, WA 98009

Please give me a call if there are any questions.

Very truly yours,

Paul J. Graf

PJG:je/0402C

ICC OFFICE OF
THE SECRETARY
AUG 16 11 56 AM '84
MOTOR OPERATING UNIT

CF-Kaymaker

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8/16/84

Interstate Commerce Commission
Washington, D.C. 20423

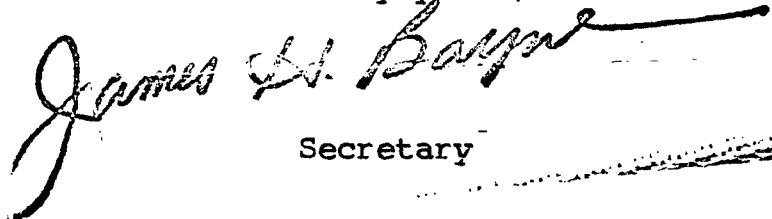
OFFICE OF THE SECRETARY

Paul J. Graf
Metlife Capital Corporation
C-97550
Bellevue, WA. 98009

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/16/84 at 12:05pm and assigned re-recording number(s). 14279-A

Sincerely yours,


Secretary

Enclosure(s)

AMENDMENT

Amendment to Schedule "A" to that certain Equipment Lease Agreement ("Agreement") dated February 1, 1984, by and between MetLife Capital Corporation ("MetLife") and Chicago and North Western Transportation Company ("CNW").

RECORDATION NO. 142,791A Filed 1425

W I T N E S S E I H:

AUG 15 1984 12 05 PM

WHEREAS, MetLife and CNW entered into the Agreement as aforesaid; and

WHEREAS, Metlife and CNW now desire to amend Schedule "A" to the Agreement;

NOW THEREFORE; it is agreed as follows

1. The Agreement is hereby amended by deleting Exhibit "A" thereto and substituting the Amended Schedule "A" attached hereto.
2. In all other respects the Agreement is hereby confirmed.

IN WITNESS WHEREOF, the parties have entered into this Amendment this 31st day of July, 1984.

METLIFE CAPITAL CORPORATION

CHICAGO AND NORTH WESTERN
TRANSPORTATION COMPANY

BY: [Signature]

BY: [Signature]

ITS: Senior Vice President

ITS: VP - Finance

STATE OF ILLINOIS

County of Cook

On this 31st day of July, 1984 before me personally appeared T. A. Tengel, to me personally known, who signed the foregoing instrument on this day and, being by me duly sworn, says that he is a VP - Finance of Chicago and North Western Transportation Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marcia L. Brown
NOTARY PUBLIC

My commission expires:

9/12/87

STATE OF WASHINGTON

County of King

On this 10th day of August, 1984 before me personally appeared Timothy L. Johnson, to me personally known, who signed the foregoing instrument on this day and, being by me duly sworn, says that he is the Sr. Vice President of MetLife Capital Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joyce Hym
NOTARY PUBLIC

My commission expires:

10-5-84

AMENDED SCHEDULE "A"
Equipment to be Leased from MetLife Capital Corporation

DESCRIPTION OF EQUIPMENT

	<u>Type</u>	<u>Model</u>	<u>Quantity</u>	<u>Lessee's Id Numbers(1)</u>	<u>Cost for Each Unit(2)</u>	<u>Railcar Identification</u>
A)	Fully enclosed tri-level auto racks with extended height radial end doors	AB15153GCNX	75	75191-75340	32,334	See Attached ("4 pages")
			25	75341-75390	32,939	See Attached ("4 pages")

Time of delivery: February - June, 1984

Place of delivery: Proviso, Illinois or Janesville, Wisconsin

(1) There will be two sequential serial numbers on each rack.

(2) Cost excludes freight charges for delivery to Lessee. Such charges will be included in builder's invoice(s) rendered prior to each closing.

All proceeds of the foregoing.

The collateral is subject to an Equipment Lease Agreement dated as of February 1, 1984 between Chicago and North Western Transportation Company and MetLife Capital Corporation.

The filing of this financing statement is pursuant to 9-408 of the Illinois Uniform Commercial Code and shall not be a factor in determining whether the Equipment Lease Agreement is a security.

ATTACHMENT

Units of Equipment:

Twenty-five (25) Model Number AB 15153 GCNXMS Fully Enclosed Tri-Level Auto Racks, with Extended Height Doors, numbers as follows:

<u>Car Numbers</u>	<u>Rack Numbers</u>	<u>Date Shipped</u>
ETTX 902947	B 75291 A 75292	3/20/84
ETTX 801526	B 75293 A 75294	3/20/84
ETTX 900687	B 75295 A 75296	3/21/84
ETTX 902170	B 75297 A 75298	3/21/84
ETTX 903812	B 75299 A 75300	3/22/84
ETTX 904267	B 75301 A 75302	3/22/84
ETTX 909439	B 75303 A 75304	3/22/84
ETTX 902151	B 75305 A 75306	3/23/84
ETTX 901682	B 75307 A 75308	3/23/84
ETTX 904043	B 75309 A 75310	3/23/84
ETTX 902916	B 75311 A 75312	3/23/84
ETTX 901031	B 75313 A 75314	3/23/84
ETTX 801534	B 75315 A 75316	3/26/84
ETTX 904748	B 75317 A 75318	3/26/84
ETTX 902915	B 75319 A 75320	3/26/84
ETTX 904762	B 75321 A 75322	3/26/84
ETTX 902209	B 75323 A 75324	3/26/84
ETTX 903803	B 75325 A 75326	3/26/84
ETTX 903816	B 75327 A 75328	3/27/84
ETTX 904626	B 75329 A 75330	3/27/84
ETTX 904025	B 75331 A 75332	3/27/84
ETTX 903818	B 75333 A 75334	3/28/84
ETTX 901032	B 75335 A 75336	3/28/84
ETTX 904811	B 75337 A 75338	3/28/84
ETTX 902092	B 75339 A 75340	3/28/84

ATTACHMENT

Units of Equipment:

Twenty-five (25) Model Number AB 15153 GCNXMS Fully Enclosed Tri-Level Auto Racks, with Extended Height Doors, numbers as follows:

<u>Car Numbers</u>	<u>Rack Numbers</u>	<u>Date Shipped</u>
ETTX 801735	B 75245 A 75246	3/12/84
ETTX 902165	B 75251 A 75252	3/13/84
ETTX 901686	B 75247 A 75248	3/14/84
ETTX 902740	B 75259 A 75260	3/14/84
ETTX 903823	B 75253 A 75254	3/14/84
ETTX 800181	B 75255 A 75256	3/14/84
ETTX 904034	B 75257 A 75258	3/14/84
ETTX 902145	B 75249 A 75250	3/14/84
ETTX 904027	B 75261 A 75262	3/15/84
ETTX 904759	B 75263 A 75264	3/15/84
ETTX 904625	B 75265 A 75266	3/15/84
ETTX 901421	B 75267 A 75268	3/15/84
ETTX 901449	B 75269 A 75270	3/16/84
ETTX 900999	B 75271 A 75272	3/16/84
ETTX 904764	B 75235 A 75236	3/19/84
ETTX 903817	B 75237 A 75238	3/19/84
ETTX 902188	B 75273 A 75274	3/19/84
ETTX 903793	B 75275 A 75276	3/19/84
ETTX 902941	B 75277 A 75278	3/19/84
ETTX 904747	B 75281 A 75282	3/19/84
ETTX 902731	B 75283 A 75284	3/19/84
ETTX 903808	B 75285 A 75286	3/19/84
ETTX 902235	B 75279 A 75280	3/19/84
ETTX 904432	B 75287 A 75288	3/20/84
ETTX 904620	B 75289 A 75290	3/20/84

UNITS OF EQUIPMENT:

Twenty-five (25) Fully Enclosed Tri-Level Auto Racks:

<u>Car Numbers</u>	<u>Rack Numbers</u>	<u>Date Shipped</u>
ETTX 904703	B75201 A75202	2/27/84
ETTX 801527	B75197 A75198	2/29/84
ETTX 904029	B75199 A75200	2/29/84
ETTX 903811	B75193 A75194	2/29/84
ETTX 900368	B75195 A75196	2/29/84
ETTX 902249	B75209 A75210	3/01/84
ETTX 904269	B75211 A75212	3/02/84
ETTX 902457	B75213 A75214	3/05/84
ETTX 901296	B75215 A75216	3/06/84
ETTX 901299	B75221 A75222	3/07/84
ETTX 902252	B75219 A75220	3/07/84
ETTX 902147	B75207 A75208	3/07/84
ETTX 903821	B75205 A75206	3/07/84
ETTX 902094	B75203 A75204	3/07/84
ETTX 902149	B75223 A75224	3/08/84
ETTX 902205	B75225 A75226	3/08/84
ETTX 902254	B75227 A75228	3/08/84
ETTX 903809	B75229 A75230	3/09/84
ETTX 900980	B75231 A75232	3/09/84
ETTX 800290	B75233 A75234	3/09/84
ETTX 901322	B75217 A75218	3/09/84
ETTX 904026	B75191 A75192	3/12/84
ETTX 901351	B75239 A75240	3/12/84
ETTX 902093	B75241 A75242	3/12/84
ETTX 801520	B75243 A75244	3/12/84

Units of Equipment:

Twenty-five (25) Model Number AB 15153 GCNXMS Fully Enclosed Tri-Level Auto Racks, with Extended Height Doors, numbered as follows:

<u>Car Numbers</u>	<u>Rack Numbers</u>		<u>Date Accepted</u>
ETTX 800034	B 75341	A 75342	5/23/84
ETTX 801018	B 75343	A 75344	6/07/84
ETTX 800718	B 75345	A 75346	6/07/84
ETTX 800037	B 75347	A 75348	6/07/84
ETTX 800327	B 75349	A 75350	6/07/84
ETTX 800269	B 75351	A 75352	6/07/84
ETTX 800322	B 75353	A 75354	6/07/84
ETTX 909121	B 75355	A 75356	6/09/84
ETTX 801827	B 75357	A 75358	6/09/84
ETTX 801815	B 75359	A 75360	6/09/84
ETTX 801029	B 75361	A 75362	6/09/84
ETTX 800999	B 75363	A 75364	6/16/84
ETTX 907119	B 75365	A 75366	6/16/84
ETTX 801194	B 75367	A 75368	6/16/84
ETTX 801662	B 75369	A 75370	6/16/84
ETTX 801169	B 75371	A 75372	6/16/84
ETTX 907114	B 75373	A 75374	6/16/84
ETTX 801825	B 75375	A 75376	6/17/84
ETTX 801192	B 75377	A 75378	6/17/84
ETTX 801137	B 75379	A 75380	6/17/84
ETTX 800411	B 75381	A 75382	6/17/84
ETTX 800086	B 75383	A 75384	6/18/84
ETTX 800076	B 75385	A 75386	6/18/84
ETTX 909169	B 75387	A 75388	6/19/84
ETTX 800608	B 75389	A 75390	6/19/84